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**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF WYOMING**

In re:)	
)	
RED EAGLE OIL, INC.)	Case No. 11-20857
)	Chapter 11
EIN: 83-0293859)	
)	
Debtor.)	

**OBJECTION TO APPLICATION TO EMPLOY MATRIX PRIVATE EQUITIES, INC.
AS FINANCIAL CONSULTANTS AND FINANCIAL RESTRUCTURING ADVISORS
FOR DEBTOR PURSUANT TO §§ 327 AND 328 OF THE BANKRUPTCY CODE**

The Official Unsecured Creditors' Committee ("Committee"), by and through its counsel, hereby objects to the application to employ Matrix Private Equities, Inc. ("Matrix") filed by debtor Red Eagle Oil, Inc. ("Debtor").

1. The Debtor's motion fails to properly inform the Committee whether Matrix is the proper entity to assist in reorganization. The Debtor's reorganization allegedly has two steps: (1) the sale of several convenient stores ("C-Stores") with proceeds allocated to creditors,¹ and (2) continued transportation operations in North Dakota will provide additional assets required to

¹ Bryan Hinze testified at the October 13, 2011 hearing that the C-Stores' estimated worth was \$14-\$18 million.

satisfy remaining creditors. It is imperative to scrutinize employment of an entity seeking to undertake a significant, material change in the Debtor's estate.

2. The Debtor's motion and supporting affidavit fail to address the following:

- Why Matrix has the ability to sell the C-Stores in an efficient manner;
- Whether Matrix has visited the Debtor's operations in Wyoming and analyzed the success of its proposed sale;
- If the proposed sale has been analyzed by Matrix, its timeline and anticipated result;
- Matrix's experience in sale of convenience stores, retail stores, and its experience with sales in the Debtor's region;
- The process the Debtor used to determine that a Virginia-based entity, whose Managing Director & Principal appears to be located in Baltimore, Maryland, would be more efficient than an entity located in the Debtor's region;
- The negotiation process concerning terms of engagement and why the proposed terms are fair.

3. The Committee is not certain that Matrix is disinterested under 11 U.S.C. § 327.

The Tenth Circuit recognizes that bankruptcy courts have broad discretion and power to ensure that professionals are disinterested, do not represent interests adverse to the estate, and that potential conflicts are a sufficient basis to deny employment. *See, e.g., In re 7677 East Berry Avenue Ass., L.P.*, 419 B.R. 833, 846-47 (Bankr. D. Colo. 2009) (citing *Winship v. Cook (In re Cook)*, 223 B.R. 782, 791 (10th Cir. BAP 1998)). IPC (USA) is the only named party having a connection to Matrix. *See* Docket No. 206-1, ¶ 7. The ambiguous disclosures in Paragraph 7(a)-(d) require other parties connected to Matrix to be identified. *Id.* at (a) – (d). Matrix cannot possess “(1) any economic interest that would tend to lessen the value of the bankruptcy estate or would create an actual or potential dispute in which the estate is a rival claimant or (2) a predisposition under the circumstances that render such a bias against the estate.” *In re Cook*,

223 B.R. at 789 (citing *In re Roberts*, 46 B.R. 815 (Bankr. D. Utah 1985)). Debtor's motion and supporting affidavit do not satisfy this burden.

4. If Matrix is qualified, the terms of engagement are ambiguous and cannot be approved. The Debtor does not sufficiently explain:

- the source of funds to compensate Matrix: Debtor names five entities who will contribute 63.8% of the fees allocated as "Retainer", "Financial Advisory Fee", and reimbursement of expenses. There is no explanation why this allocation is necessary, reasonable, or beneficial to the estate. The Committee is unable to ascertain whether these entities possess funds that belong to estate;²
- Why a \$50,000.00 non-refundable retainer, \$7,500 monthly payment, and 5% commission of the "Transaction Value" is reasonable for these services in the Debtor's region;
- Why no other party except for the Companies can rely upon Matrix's services, advice, or information. If Matrix provides services, advice, or information that affects the estate, the Committee will and should rely on Matrix's information and conduct;
- Why the estate should indemnify and risk liability for Matrix's actions, especially in light of its independent contractor status;
- Why Matrix and the Debtor have authority to expand Matrix's services without notice or consent from the Committee of other creditors, and without Court approval;
- Why Matrix will not make a detailed account of services actually provided. See Docket No. 206-1, ¶¶ 15-16. In assessing reasonableness of professional fees, the Tenth Circuit follows the lodestar approach set forth in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974) (bankruptcy court is required to conduct independent evaluation of reasonableness and may use an hourly rate analysis). If Matrix is qualified to provide these services, it is also qualified to provide a detailed account of work performed.

5. The Debtor has not shown that employing Matrix is in the best interests of the estate. The proposed terms allow Matrix to receive \$50,000.00 **plus \$7,500.00 per month** for not completing a sale. This is not only detrimental to the estate but the proposed allocation of

² The Debtor acknowledged that several entities, who share the same officers and shareholders as the Debtor, owe the Debtor significant receivables that exceed the anticipated payments to Matrix.

compensation from six entities is confusing, unexplained, and improper without further factual basis. Last, if employed, Matrix should demonstrate its reasonable fees and expenses through interim or progress reports.

6. For these reasons, the Committee respectfully requests that the Court deny Debtor's application.

Dated this 20th day of October, 2011.

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By /s/ John C. Smiley

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CERTIFICATE OF SERVICE

I hereby certify that on the 20th day of October, 2011, a true and correct copy of the foregoing **OBJECTION TO APPLICATION TO EMPLOY MATRIX PRIVATE EQUITIES, INC. AS FINANCIAL CONSULTANTS AND FINANCIAL RESTRUCTURING ADVISORS FOR DEBTOR PURSUANT TO §§ 327 AND 328 OF THE BANKRUPTCY CODE** was served electronically upon the U.S. Trustee, Debtor's counsel, and all other parties registered as CM/ECF users in this case via the Court's CM/ECF electronic mail service. The undersigned further certifies that true and correct copies of the foregoing were placed in United States mail, first class postage prepaid, addressed to the parties on the attached list.

/s/ Malinda Moss
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Precision Outdoor Power
614 West Main Street
Riverton, WY 82501-3338

Qwest
PO Box 29040
Phoenix, AZ 85038-9040

R&A Safety Training
162 W North Street
Powell, WY 82435-2830

Red Eagle Food Stores
PO Box 2468
Cody, WY 82414-2468

Red Eagle Oil, Inc
PO Box 2468
Cody, WY 82414-2468

Red Eagle, LLC
c/o Scott Hinze
53 Country Road 2AB
Cody, WY 82414

Reser's Fine Foods, Inc.
PO Box 6000
San Francisco, CA 94160-0001

Rimrock Tire
2603 Bighorn Ave
PO Box 128
Cody, WY 82414-0128

Riverton Ranger, Inc
PO Box 993
Riverton, WY 82501-0118

Robert L. Carey
PO Box 260
Buffalo, WY 82834-0260

(p)PACIFICORP
ATTN BANKRUPTCY
PO BOX 25308
SALT LAKE CITY UT 84125-0308

Rocky Mountain Snacks
213 S House Ave
Cheyenne, WY 82007-2408

Rosemarie Hofer
PO Box 396
Guernsey, WY 82214-0396

Gary Rudolph
Sullivan Hill
550 West C Street, Suite 1500
San Diego, CA 92101-3570

S&P Brake Supply
PO Box 30296
Billings, MT 59107-0296

SB Fuels of Wyoming
12500 I 80 Service Road
Cheyenne, WY 82009-8410

Salem Minerals
PO Drawer 1
611 Water Street
Silver Plume, CO 80476-0001

Sapp Bros., Inc. and Sapp Bros. Travel Cente
c/o: ALAN C. BRYAN
CROWLEY FLECK PLLP
P.O. BOX 2529
BILLINGS, MT 59103-2529

Sapp Brothers
12500 I 80 Service Road
Cheyenne, WY 82009-8410

Scott A. Hinze
2213 11th Street
Cody, WY 82414-5101

Serina L. Petty
2650 Sunset Blvd
Bar Nunn, WY 82601-9445

Service Plumbing and Heating
201 Webbwood Road
Riverton, WY 82501-8930

Shawn L. Cox
50 West 2nd Street Lot 5
Lovell, WY 82431-1701

Shawn M. Dudgeon
1921 Beck Ave.
Cody, WY 82414-3928

Sheldon G. Helsley
PO Box 122
Gillette, WY 82717-0122

Shoshone Distributing
Box 8
Cody, WY 82414-0008

Slafter Oil
PO Box 950
Scottsbluff, NE 69363-0950

John C. Smiley
Lindquist & Vennum P.L.L.P.
600 17th Street
Suite 1800 South
Denver, CO 80202-5402

Source Gas
PO Box 660474
Dallas, TX 75266-0474

Stanley Sanitation
PO Box 343
Story, WY 82842-0343

Stephen B. Welker
PO box 1383
1079 Siera Vista
Evansville, WY 82636-1383

Steve F. Rankin
2001 Ln 13H
Powell, WY 82435-8806

Steven R. Wascher
1743 Rumsey Ave
Cody, WY 82414-3844

Stoval Beverage
675 S Walnut
Casper, WY 82601-2312

Timothy M. Stubson
Brown, Drew & Massey, LLP
159 North Wolcott, Suite 200
Casper, WY 82601-7009

Suncor
Gordon & Rees, LLP
555 Seventeenth Street, #3400
Denver, CO 80202-3937

Suncor
c/o Megan Adeyemo
GORDON & REES LLP
555 Seventeenth Street, Suite 3400
Denver, CO 80202-3937

Suzanne M. Rankin
2001 Ln 13 1/2
Powell, WY 82435-8806

T Financial Services
PO Box 644
Columbia Falls, MT 59912-0644

TCF Equipment Finance
2118 East Big Beaver Road, #B
Troy, MI 48083-2371

TCH OP
4185 Harrison Blvd #202
Ogden, UT 84403-6400

TCT dba Big Horn Wire
PO Box 671
Basin, WY 82410-0671

Tammy L. Hall
1511 Mydland Road, #11
Sheridan, WY 82801-2133

Tammy S. Webb
381 Dow Prong Road
Banner, WY 82832-9722

Tanager Beverage
PO Box 2077
Cody, WY 82414-2077

Tarco Industries
4572 Telephone Road, #914
Ventura, CA 93003-5663

Taylor J. Hoopes
106 Road 2BC
Cody, WY 82414-8242

Telvent DTN
PO Box 630845
Cincinnati, OH 45263-0845

Teresa D. Mann
1032 Marion Place
Sheridan, WY 82801-2930

Terminix of Wyoming
PO Box 4747
Casper, WY 82604-0747

The Lovell Chronicle
PO Box 787
Lovell, WY 82431-0787

The Office Exg.
33 North Main Street
Buffalo, WY 82834-1814

The Office Shop
70 W Main
Cowley, WY 82420

Theron R. Shelley
433 4th Ave. South
Greybull, WY 82426-2229

Thomas G. Hargis, Jr
920 Missourt Valley Road
Riverton, WY 82501-9711

Thomas J. Hall
1511 Mydland Road, #11
Sheridan, WY 82801-2133

Thomas J. Lopez, Sr.
418 Indian Paintbrush
Casper, WY 82604-5380

Thomas L. Lamb
PO Bxo 2464
Cody, WY 82414-2464

Tiffany J. Nielsen
1601 Bighorn Ave, #D8
Cody, WY 82414-3209

Tire-Rama
800 West Yellowstone
Casper, WY 82601-1734

Toney R. Raabe
2108 South Richard Street
Casper, WY 82601-5516

Torrington Beverage, Inc.
4394 McKenna Road A
Torrington, WY 82240-8463

Town of Guernsey
PO Box 667
Guernsey, WY 82214-0667

Tractor & Equipment Co
PO Box 58201
Tukwilla, WA 98138-1201

Tracy L. Hindman
1712 Burlington Ave
Casper, WY 82601-2111

Trevor W. Stanfill
4725 Powell Hwy
PO Box 2971
Cody, WY 82414-2971

Trimarc
935 Riverside Ave, #19
Paso Robles, CA 93446-2601

UPS Store
1108 14th Street
Cody, WY 82414-3743

US Bancorp
1310 Madrid Street
Marshall, MN 56258-4099

US Trustee
308 West 21st Street, 2nd Floor
Cheyenne, WY 82001-3663

USA Today
384 W Collins
Casper, WY 82601-2498

UpRight Construction & Restoration Services,
c/o White & White, P.C.
420 E. Washington
Riverton, WY 82501-4447

WRC Seller Representative LLC
Christopher J. Todd, Manager
c/o Wyoming Refining Co.
1600 Broadway, Suite 2300
Denver, CO 80202-4991

Wells Fargo Bank
NW 8178
PO Box 1450
Minneapolis, MN 55485-8178

Wells Fargo Bank (SBA)
1401 Sheridan Ave
Cody, WY 82414-3749

Wells Fargo Bank, N.A.
Business Direct Division
100 W. Washington Street., 8th Floor
Phoenix, AZ 85003-1803

Wells Fargo Equipment Finance
733 Marquette Ave, #700
Minneapolis, MN 55402-2316

Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402-2316

Wendy S. Wehrung
1739 Holloway
Sheridan, WY 82801-2342

Western Environmental Service
PO box 41030
Mesa, AZ 85274-1030

Western Glove Distributing
1113 W 4th Street
Laurel, MT 59044-2628

Western Truck Repair LLC
6010 W 56th Ave
Arvada, CO 80002-2716

Whitaker Oil
1325 N. Cleveland Ave
Loveland, CO 80537-4726

Wholesale Bait Co.
PO Box 1056
Afton, WY 83110-1056

Wild West Munchies
546 SE 8th Street, C-12
Loveland, CO 80537-6551

Williams Inland Distributing
PO Box 11367
Spokane, WA 99211-1367

(c)WINGFOOT - CASPER
PO BOX 2907
CASPER WY 82602-2907

Galen B. Woelk
Aron & Hennig, LLP
221 Ivinson Street, Suite 200
Laramie, WY 82070-3007

Wyo Department of Employment
Unemployment Compensation
Herschler Building
Cheyenne, WY 82002-0001

Wyoming Department of Employment
Workers Compensation
Herschler Building
Cheyenne, WY 82002-0110

Wyoming Fire Safety
PO box 3111
Cody, WY 82414-5906

Wyoming Machinery Company
PO Box 2335
Casper, WY 82602-2335

Wyoming Refining
2743 Collection Center Drive
Chicago, IL 60693-2743

Wyoming Trading Co
PO Box 670
Mills, WY 82644-0670

Wyoming Waterworks
PO Box 1044
Cody, WY 82414-1044

Wyoming Woods LLC
PO Box 2291
Mills, WY 82644-2291

Wyotel, Inc.
38 Hassle Road
Rock Springs, WY 82901-2826

Yahoozes, Inc.
2307 Larkspur Court
Cody, WY 82414-9777

Yellowbook West
PO Box 660052
Dallas, TX 75266-0052

Zane C. Miles
18 Hollow Creek Road
Sheridan, WY 82801-8550

Zexas Repair
140 W Gatchell
Buffalo, WY 82834-2121

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Rocky Mountain Power
1033 NE 6th Ave
Portland, OR 97256-0001

Addresses marked (c) above for the following entity/entities were corrected
as required by the USPS Locatable Address Conversion System (LACS).

Cowboy Collectibles Inc
PO box 128
Hungry Horse, MT 59919

Wingfoot - Casper
PO box 3079
Casper, WY 82602

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(d) Celtic Leasing Corp.
4 Park Plaza, #300
Irvine, CA 92614-8511

(d) Financial Pacific Leasing, LLC
3455 S 344th way, #300
Federal Way, WA 98001-9546

(u) Hermes Consolidated, Inc., d/b/a Wyoming R

(d) Keith J. Dodson
Williams, Porter, Day & Neville, P.C.
PO Box 10700
Casper, WY 82602-3902

(u) Peter J. McNiff

(u) Official Unsecured Creditors' Committee

(u) Pecten Funding Corp.

(u) Pinnacle Bank - Wyoming

(u) Suncor Energy (U.S.A.) Inc.

(d) Isaac N. Sutphin
Holland & Hart, LLP
2515 Warren Avenue, Suite 450
PO Box 1347
Cheyenne, WY 82003-1347

(u) TCF Equipment Finance, Inc.

End of Label Matrix
Mailable recipients 319
Bypassed recipients 11
Total 330